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BEFORE THE REGULATORY AUTH.
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

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OFFICE OF THE
EXECUTIVE SECRETARY

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TN REGULATORY AUTHORITY
TELECOMMUNICATIONS DIVISION

IN RE:

APPLICATION OF BEN LOMAND
COMMUNICATIONS, INC. FOR A
CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY
TO PROVIDE INTRASTATE
TELECOMMUNICATIONS SERVICES
AS A COMPETING TELECOMMUNICATIONS
SERVICE PROVIDER)
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Docket No.

98-00600

APPLICATION FOR CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY

Ben Lomand Communications, Inc., pursuant to the provisions of TCA Sections 65-4-201(b)(c) and (d), hereby applies to the Tennessee Regulatory Authority ("Authority") for a certificate of Public Convenience and Necessity ("Certificate") to become a Competing Telecommunications Service Provider. Applicant respectfully requests that the Authority grant a Certificate to applicant to provide local exchange telecommunications services throughout the Counties of Warren and White of the State of Tennessee, which includes but is not limited to the City of McMinnville, Tennessee, and the Town of Sparta, Tennessee, and all other geographic locations in said counties permitted by the provisions of TCA Section 65-4-201 and/or the Federal Telecommunications Act of 1996.

Ben Lomand Communications, Inc. submits the following information in support of this application:

1. The name and address of the applicant is:

Ben Lomand Communications, Inc.
1111 Smithville Highway
McMinnville, TN 37110
Telephone (931) 668-1010
Fax Line (931) 668-1013

Ben Lomand Communications, Inc. is a diversified telecommunications company currently providing voice and data long distance communications services to both business and residential customers.

Ben Lomand Communications, Inc. is a for profit corporation formed under the laws of the State of Tennessee. Attached as Exhibit 1 is a copy of the Certificate of Authority from the Tennessee Public Service Commission to do business in Tennessee, including a certificate from the Secretary of State of the State of Tennessee certifying that Ben Lomand Communications, Inc. was formed under the laws of the State of Tennessee and that it is in good standing.

2. The name and address of Ben Lomand Communications, Inc.'s counsel to whom all correspondence and inquiries regarding this application should be directed is:

James W. Dempster, General Counsel
Ben Lomand Communications, Inc.
118 E. Main Street
P.O. Box 332
McMinnville, TN 37111-0332
Telephone (931) 473-4934
Fax Line (931) 473-7190

3. Ben Lomand Communications, Inc. requests and seeks a Certificate to provide a full array of telecommunications services such as would normally be provided by an incumbent local exchange telephone company including, but not limited to, dedicated and switched access services, private line services, local dial tone, toll services, enhanced services, etc., which are more fully set out and detailed in 5. below. Additionally, Ben Lomand Communications, Inc. intends to supplement its service offer-

ing in the future and add new services and technologies as they become available either through its own facilities or that of another telecommunications provider.

Ben Lomand Communications, Inc. plans to initially commence its operation using facilities which it shall have constructed and which it will own and other facilities which it has either rented or leased and/or has interconnected to other facilities providers. Ben Lomand Communications, Inc. plans to ultimately operate as a full facilities based local exchange provider, and, therefore, seeks certification as a facilities based competitor.

Currently, Ben Lomand Communications, Inc. requests that its certificate to offer these services be limited to areas encompassed within the counties of Warren and White permitted by state and/or federal law.

This applicant does not at this time have any franchises from local governments and does not, by this application, seek authority to provide service pursuant to any franchise documents. Ben Lomand Communications, Inc. does not, by this application, seek authority to provide service in any area served by a telephone cooperative or a small rural telephone company which has not voluntarily waived its exemption as a rural provider of telecommunications services.

Ben Lomand Communications, Inc. has thoroughly examined and adopted a feasibility study of the area in which it seeks a Certificate of Public Convenience and Necessity to furnish telecommunications service and has prepared a business plan to carry out its proposal once it is granted a Certificate by the Tennessee Regulatory Authority and other legal hurdles have been cleared.

4. Applicant's Fitness to Serve:

Ben Lomand Communications, Inc. was previously approved by the Tennessee Public Service Commission and found competent to serve as a telecommunications provider for long distance service. It was found by that agency to possess the managerial, financial, and technical ability to meet the requirements of that agency (TPSC) to provide the services for which it had applied. Nothing has occurred since Ben

Lomand Communications, Inc.'s initial certification to change that fact; however, to the contrary, it has steadily improved its position and ability to serve its regional area and has by its operations and services proven its ability to fulfill its telecommunications service obligations in all capacities including management, financial, and technical. In addition, it has developed a good reputation shared by its customers and by many noncustomers in the region not only as a good service provider but also as a participant in community projects.

a. Managerial Fitness -- Ben Lomand Communications, Inc. is led by Levoy Knowles, Executive Vice President, and he is backed by dedicated employees and other highly qualified and competent persons who are or will be available by contract with telecommunications providers within the Middle Tennessee area. These persons are competent in switching, engineering, operations, and marketing.

Attached to this application as Exhibit 2 is a list of names of the applicant's principal corporate officers and a description of each officer's background and experience.

Also attached as a part of Exhibit 2 is a list of personnel, including their background and experience, who will be available by way of contract and/or employed by Ben Lomand Communications, Inc. for day to day managerial services. The Ben Lomand Communications, Inc. employee responsible for local operational matters excluding repair and maintenance is:

Judy Kelsey, Operations Manager
1111 Smithville Highway
McMinnville, TN 37110
Telephone (931) 668-1010

b. Financial Capability -- Ben Lomand Communications, Inc.'s balance sheet and/or unaudited financial statement attached as Exhibit 3

demonstrates that the applicant is financially qualified to provide local exchange service in the area set out in this application. Capital for the applicant's operations will be provided by Ben Lomand Communications, Inc. through equity contributions in an estimated amount of 40% and debt financing in the amount of 60%. Several lenders have been contacted, and they have expressed a desire and also a willingness to make loans to the applicant, however, there has been no full meeting of the minds as to the details as to terms and conditions. It is anticipated that financing will be the sale of stock and borrowing as has been practiced in the applicant's long distance operations.

Ben Lomand Communications, Inc. would have available, through contract, if needed, the services of J. David Vaughn, 34, whose primary duties with Ben Lomand Communications, Inc. would be to assist in supplying sufficient personnel for its daily operational needs along with assisting in obtaining necessary capital. Attached to this application as a part of Exhibit 3 is a description of Mr. Vaughn's background and experience.

c. Technical Capabilities -- Applicant is a subsidiary of a corporation which conducts local exchange telephone operations in rural areas in several counties of Middle Tennessee and is a long distance telecommunications provider (reseller) in the Middle Tennessee area. The applicant will adopt a network strategy which will utilize a combination of unbundled network elements leased from the ILECs to reach its customers and construct lines and facilities in its authorized areas. In addition, Ben Lomand Communications, Inc. plans to construct for its CLEC operations facilities on poles of its own or by way of joint use of pole contracts with the McMinnville Electric System, the Sparta Electric System, Caney Fork

Electric Cooperative, Inc., Citizens Telecommunications Company d/b/a Citizens Telecom, or one of its subsidiaries, or Ben Lomand Rural Telephone Cooperative, Inc.

In addition, Ben Lomand Communications, Inc. has contacted two engineering firms who have furnished or have agreed to furnish professional engineering consulting services. These are Ladd Engineering of Fort Payne, Alabama, to do the engineering of and handle the supervision of the outside plant construction project, and Mid-South Consulting Engineers, Inc. of Charlotte, N.C., who performed the design services for the initial overall operations. See Exhibit 4 attached to this application for information on Ladd Engineering Associates, Inc.

Applicant will contract with Ben Lomand Rural Telephone Cooperative, Inc., if needed, for technical services of Rodney E. Schlimmer. Also attached as a part of Exhibit 4 to this application is a description of Mr. Schlimmer's background and experience.

d. Repair and Maintenance -- Applicant will contract with Ben Lomand Rural Telephone Cooperative, Inc. initially for repair and maintenance service and will, as necessary, contract with other companies for such services.

The anticipated person and/or employees to be responsible for repair and maintenance are:

Gene Sparkman
311 N. Chancery Street
McMinnville, TN 37110

Rodney E. Schlimmer
311 N. Chancery Street
McMinnville, TN 37110

As set out above, Exhibit 4 to this application contains information on Mr. Schlimmer's background and experience.

In addition to those persons and firms listed above as evidence of the applicant's fitness to serve, there is available to the applicant various subject matter experts to assist Ben Lomand Communications, Inc. in managerial fields, financial fields, technical fields, and repair and maintenance, more specifically, in such areas as data processing, accounting, engineering, and outside plant construction.

5. Range of Telecommunications Services, Category and Types of Services to be Offered, Facilities and Arrangements to be Made Available, etc.:

Applicant proposes to offer a wide range of telecommunications services through its own facilities and/or interconnection with and/or resell of other carriers underlying telecommunications services and facilities in the service area heretofore specified included but not limited to the following:

- Local usage
- IntraLATA toll
- InterLATA usage
- Lifeline Services
- Inside Wire Arrangements
- Wire Maintenance Plans
- 911/E911, 411/Directory Assistance, Dual Party Relay Services
- Operator Services
- CLASS Services and other Enhanced Features
- Repair and Maintenance
- Private Line Service
- Voice Mail
- ISDN
- Any other local exchange carrier services as they become technologically available

As set out before, the applicant intends to enter into interconnection agreements with ILECs. Applicant will offer its services as a limited based facilities provider and also as a nonfacilities provider and will contract for and/or lease land lines, pole space, and conduit and contract for its outside plant wire and maintenance, its switching, operator

services, billing, and other operations services until it can construct and/or acquire facilities in its areas of operations.

6. Applicant is familiar with and will adhere to the Authority's rules, policies, and orders regarding the provisions of telecommunications services. The name and telephone number of the contact person authorized to respond to Authority's inquiries is listed in Paragraph 2 above.

7. As a competitive carrier, Ben Lomand Communications, Inc. will maintain its books of accounts for resale of long distance and that of a competitive local exchange carrier, predominantly facilities based, in accordance with Generally Accepted Accounting Principals with acceptable variations to conform to the accounting requirements of the Federal Communications Commission and the Tennessee Regulatory Authority.

8. Applicant's small and minority-owned business plan is submitted as Exhibit 5. Applicant's current policy recognizes the need of supporting small and minority-owned telecommunications businesses and agrees to contribute its share to the fund established by the Department of Economic and Community Development in accordance with TCA Section 65-5-212.

PREMISES CONSIDERED APPLICANT PRAYS THAT:

1. The Tennessee Regulatory Authority grant a Certificate of Public Convenience and Necessity to the applicant to provide telecommunications services in the Counties of Warren and White of the State of Tennessee and all geographic locations within those counties permitted by the provisions of TCA Section 65-4-201; and

2. The Authority grant the applicant such other, further, and general relief as it might be entitled to under the premises.

DATED this 28th day of August, 1998

Respectfully submitted,

BEN LOMAND COMMUNICATIONS, INC.

By: Levoy Knowles
Levoy Knowles, Executive Vice President
1111 Smithville Highway
McMinnville, TN 37110

James W. Dempster
James W. Dempster, Attorney for
Ben Lomand Communications, Inc.
118 E. Main Street
P.O. Box 332
McMinnville, TN 37111-0332
Phone: (931) 473-4934
Fax: (931) 473-7190

VERIFICATION OF APPLICATION

STATE OF TENNESSEE
COUNTY OF WARREN

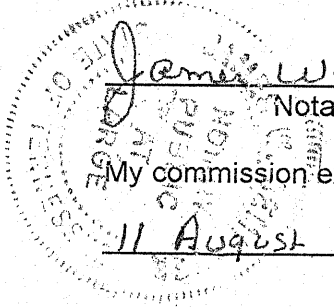
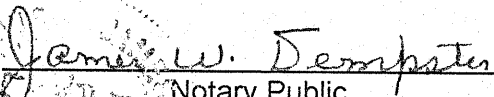
Levoy Knowles, Executive Vice President of Ben Lomand Communications, Inc., named in the foregoing application and being duly sworn, says that the statements made as of his own knowledge are true and that those made on information and belief he believes to be true.



Levoy Knowles

Sworn to and subscribed before me,

this 28 day of August, 1998.

Notary Public
My commission expires:
11 August 1999

EXHIBIT 1

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER



PAUL ALLEN, EXECUTIVE DIRECTOR

Company ID: 00115215
Ben Lomand Communications, Inc.
P.O. Box 638
McMinnville, TN 37110

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee September 8, 1995

IN RE: CASE NUMBER: 95-03109

Application for Authority for Operator Services and/or Resell Interexchange (Long Distance) Telecommunications Service and/or Telecommunications Operator Services in Tennessee Pursuant to Rule 1220-4-2-.57.

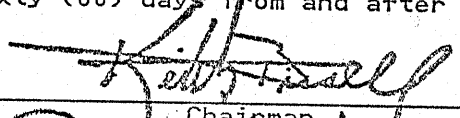
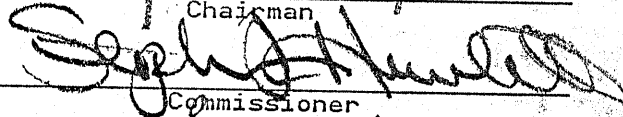
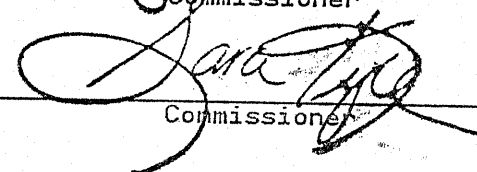
---ORDER---

This matter is before the Tennessee Public Service Commission upon the application of the above-mentioned company for certification as a long distance/interexchange reseller or telecommunication operator service provider in Tennessee. The Commission considered this application at its regularly scheduled Commission Conference held on September 7, 1995 and concluded that the applicant has met all the requirements for certification and should be authorized to provide the resell of interexchange telecommunications service and/or an operator service on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an interexchange telecommunications reseller and/or an operator service provider for state-wide service in Tennessee as specified in its application on file with the Commission.
2. That said company shall comply with all applicable Commission rules and regulations.
3. That this order shall be retained as proof of certification with this Commission, and may be used to obtain appropriately tariffed access service and billing arrangements from Commission authorized telecommunications service providers.
4. That any party aggrieved with the Commission's decision in this matter may file a Petition for Reconsideration with the Commission within ten (10) days after the date of this Order.
5. That any Party aggrieved with the Commission's decision in this matter has the right of judicial review by filing a petition with the Tennessee Court of Appeals, Middle Section within sixty (60) days from and after the date of this Order.


Executive Director


Chairman

Commissioner

Commissioner

CHARTER
OF
BEN LOMAND COMMUNICATIONS, INC.

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DILEY BARNELL
SECRETARY OF STATE

The undersigned natural persons having capacity to contract and acting as the incorporators of a corporation under the "Tennessee Business Corporation Act," Tennessee Code Annotated 48-11-101 et seq., adopts the following charter for such corporation:

1. The name of the corporation is BEN LOMAND COMMUNICATIONS, INC.
2. NUMBER OF SHARES: The corporation is authorized to issue 10,000 shares of common stock with no par value.
3. REGISTERED OFFICE AND AGENT: The street address and zip code of the corporation's initial registered office is 311 N. Chancery Street, McMinnville, Tennessee 37110, County of Warren. Its initial registered agent at that office is Levoy Knowles.
4. INCORPORATORS: The name, address, and zip code of each incorporator is as follows:

- (a) Janey Ruth Price
Route 8, Box 490-97
Sparta, TN 38583
- (b) Bobby A. Thompson
P.O. Box 47
Beersheba Springs, TN 37305
- (c) J. R. Troop
Route 10
McMinnville, TN 37110
- (d) Robert W. Jones
Route 3
McMinnville, TN 37110
- (e) James W. (Bill) Hickey
Route 2, Box 132
Sparta, TN 38583
- (f) Charles M. Boyd
P.O. Box 218
Tracy City, TN 37387
- (g) Donald Hollingsworth
Star Route
Spencer, TN 38585
- (h) Robert Bramblett
Route 1
Hillsboro, TN 37342
- (i) Joe C. Roper
Route 2, Box 5A
Hillsboro, TN 37342

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JULEY DARNELL
SECRETARY OF STATE

5. PRINCIPAL OFFICE: The street address and zip code of the initial principal office of the corporation is 311 N. Chancery Street, McMinnville, Tennessee 37110.

6. DESIGNATION: This corporation is for profit.

7. PURPOSES: This corporation is being organized for the purpose of engaging in or furthering the cause of area-wide rural telephone service, as defined in T.C.A. 65-29-103(3), and for the purpose of acquiring communication facilities or assuring more adequate telephone service to the members of Ben Lomand Rural Telephone Cooperative, Inc.

8. NUMBER OF DIRECTORS: The number of directors shall be as provided in the bylaws. This number shall not exceed fifteen and shall not be less than five.

9. BOARD OF DIRECTORS: The corporate affairs, business, and functions of the corporation shall be conducted by a Board of Directors consisting of not less than five directors whose qualifications, terms of office, election, number, and filling of vacancies thereof shall be determined and fixed by the bylaws of the corporation.

Under the authority of T.C.A. 48-12-102(b)(3) of the "Tennessee Business Corporation Act," a director shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except that this provision shall not eliminate or limit the liability of a director:

(a) For any breach of the director's duty of loyalty to the corporation or its shareholders;

(b) For acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law; or

(c) For any unlawful distribution of assets in violation of T.C.A. 48-18-304 of the "Tennessee Business Corporation Act."

10. BYLAWS: The corporation shall adopt bylaws for managing the business and regulating the affairs of the corporation and may contain any provisions not consistent with the laws of the State of Tennessee and this Charter of Incorporation.

11. DISSOLUTION: The corporation will not have provisions which will be inconsistent with laws regarding the distribution of assets upon dissolution.

DATED: July 27, 1993.

Janey R Price
Janey Ruth Price - Incorporator

Bobby A Thompson
Bobby A. Thompson - Incorporator

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J. R. Troop
J. R. Troop - Incorporator

Robert W. Jones
Robert W. Jones - Incorporator

James W. Hickey
James W. (Bill) Hickey - Incorporator

Charles M. Boyd
Charles M. Boyd - Incorporator

Donald Hollingsworth
Donald Hollingsworth - Incorporator

Robert Bramblett
Robert Bramblett - Incorporator

Joe C. Roper
Joe C. Roper - Incorporator

ALLEY DARNELL
SECRETARY OF STATE

STATE OF TENNESSEE, WARREN COUNTY

The foregoing instrument and certificate were noted

Note Book 18, Page 24 At 9:45 o'clock A.M. 8-5-93

and recorded in Map Book 8, Series Page 553

State Tax Paid \$ — Fee — Recording Fee 5.00 Total \$ 5.00

Witness My Hand.

Receipt No. 47558

James W. Hickey
Registrar

Recorded

EXHIBIT 2

BEN LOMAND COMMUNICATIONS, INC.
OFFICERS

Joe C. Roper - President
212 Hillsboro-Viola Road
Hillsboro, TN 37342

Graduate of UT Martin with a Bachelor of Science degree in Agriculture.
Managed and operated a large farm for 16 years.
Presently Service Manager for a farm implement dealer in Hillsboro, Tennessee.

* * * * *

Gerald L. Sitz - Vice President
Route 1, Box 2323
Monteagle, TN 37356

Currently Vice President and Manager of the Tracy City office of Citizens
Tri-County Bank.
Graduate of Tennessee Technological University - Major in Accounting.
24 years experience in banking and finance.

* * * * *

Joe Raymond Troop, Jr., M.D. - Treasurer
P.O. Box 68
McMinnville, TN 37111

Graduated MTSU in Murfreesboro, Tennessee, with B.S. degree in 1963.
Medical school UT Memphis 1963 - 1966. Graduated with M.D. June 1966.
Medical doctor with specialty in Family Practice, Board Certified. McMinnville,
Tennessee
In private practice from 1970 to 1995.
Was employed by Columbia HCA in 1995 to the present time as a member
of one of their medical groups.
Member of City Bank & Trust Company of McMinnville, Tennessee, Advisory
Board for the past three years.

* * * * *

Ben Lomand Communications, Inc. - Officers
Page 2

Robert W. Jones - Secretary
828 Lakeland Drive
McMinnville, TN 37110

Robert W. Jones has an expertise in financing and banking.
He is a graduate of Murray State University with a B.S. degree in Business Administration.
He is also a graduate of Peabody College of Nashville with a M.A. degree in Business Education.
He began his banking career in 1960 with First National Bank of McMinnville, Tennessee, and in 1962, was selected to be a member of the board of directors. He advanced to Executive Vice President in 1973. In 1976, Mr. Jones was selected by the board of directors to be the President of First National Bank. He served in the capacity as President and later was selected to be both President of the bank and Chairman of the Board of Directors. Mr. Jones has since retired as President of the bank but still maintains his position as Chairman of the Board of Directors.
Mr. Jones has served on the board of directors of several other corporations and innumerable committees for the Tennessee Bankers Association, including the Nashville Branch of the Federal Reserve Bank's board of directors.

* * * * *

Levoy Knowles - Executive Vice President
P.O. Box 670
McMinnville, TN 37111

Information on background and experience of Mr. Knowles is set out in the portion of Exhibit 2 shown as Managerial Fitness - A. General Management.

* * * * *

None of the officers of Ben Lomand Communications, Inc. have been convicted of a felony.

MANAGERIAL FITNESS

A. GENERAL MANAGEMENT

Levoy Knowles, Executive Vice President and Chief Operating Officer of Ben Lomand Communications, Inc., is 44 years of age. He has approximately 17 years of experience in the telecommunications industry.

Mr. Knowles is a graduate of Tennessee Technological University located in Cookeville, Tennessee, having graduated in 1976 with a Bachelor of Science Degree in Business Administration with a major in accounting. He earned his CPA designation in 1980 and has continued to maintain this designation through continued accounting education.

Prior to his being hired into the telecommunications industry, Mr. Knowles was employed in the accounting department of Bridge Builders, Inc., which is a Tennessee corporation whose principal business is the construction of bridges on primary and secondary roads and highways. He also worked as an employee and later a partner of a local accounting firm headquartered in McMinnville, Tennessee.

In 1981, Mr. Knowles began employment with Ben Lomand Rural Telephone Cooperative, Inc. as a Staff Assistant in accounting. In 1984, he was advanced to Administrative Assistant. In 1988, he was appointed to the position of Assistant Manager of the Cooperative. Then in 1989, he was selected by the board of directors as the General Manager, and he has remained in that position with the Cooperative to the present time. When Mr. Knowles assumed the duties of General Manager, the Cooperative was a well respected telephone service provider serving the rural areas of Warren, White, Grundy, Cannon, DeKalb, Marion, Bedford, Rutherford, and Coffee Counties. The management of the Cooperative had been good from its beginning in 1954 until 1988, furnishing better than average basic telephone services and was financially strong.

When Mr. Knowles became the General Manager, the gross income for the year 1988, was \$11,866,000 and the Cooperative served some 22,052 access lines. Under Mr. Knowles' leadership along with other key staff people and employees, the 1997 gross income had increased to \$23,332,000, and the number of access lines as of July 31, 1998, was 32,759.

The Cooperative, under Mr. Knowles' direction, has continued its primary objective, which is to furnish its members and patrons with a good, reliable telecommunications system and not just a telephone at reasonable costs. The officers and management, including but not limited to the General Manager, Mr. Levoy Knowles, have been most progressive and have kept this rural system up-to-date with the newest technologies.

Under his leadership, the Cooperative has constructed one of the most technically advanced networks available in today's environments for rural areas. The network consists of over 350 miles of SONET based fiber rings connecting each of the Cooperative's 17 wire centers. In addition, Ben Lomand Rural Telephone Cooperative,

Inc. has constructed fiber connections to each of their 93 remote sites, providing over 97% of the customer base to be within 18,000 feet of a fiber point. This allows up-to-date services and features to be offered to its members and/or patrons. The services and features now being offered by this cooperative are:

- Local usage
- IntraLATA toll
- InterLATA usage
- Lifeline Services
- Inside Wire Arrangements
- Wire Maintenance Plans
- 911/E911, 411/Directory Assistance, Dual Party Relay Services
- Operator Services
- Line Repair and Maintenance
- Private Line Service
- Voice Mail
- ISDN
- Inside Wire Repair & Maintenance
- Call Forwarding
- Caller Name and Number Delivery
- Call Waiting
- Three Way Calling
- Internet Services
- CPE Rental
- Business System Sales and Lease
- Prepaid Card Service

This cooperative, under Mr. Knowles' directions, was the second rural LEC in the nation to purchase and install a DMS500 for the purpose of switching traffic for inter-exchange carriers.

Under Mr. Knowles' guidance, this company, Ben Lomand Communications, Inc., was created to furnish long distance resale; and it has been a pioneer in the resale of long distance services in the Middle Tennessee region.

In addition to his duties as General Manager of Ben Lomand Rural Telephone Cooperative, Inc., Mr. Knowles serves as the President of Wireless Management, Inc., which is a corporation organized under the laws of the State of Tennessee and is the general partner for Cookeville Wireless L.P., which holds the license in the F Block for PCS in the Cookeville BTA, and also Clarksville Wireless L.P., which holds the F license for the Clarksville BTA, and also the Knoxville Wireless L.P., which holds the F Block PCS license for the Knoxville Wireless L.P.

Pursuant to a contract by and between Ben Lomand Rural Telephone Cooperative, Inc. and Ben Lomand Communications, Inc., Mr. Knowles' time for managerial services is allocated on an as used basis from the Cooperative to the Corporation. The Corporation pays the Cooperative its pro rata portion of the salary, taxes, and benefits plus administrative costs of Mr. Knowles' salary.

B. ON SITE MANAGEMENT

In addition to its Executive Vice President, Ben Lomand Communications, Inc.'s CLEC division will be supplemented by Ms. Judy Kelsey, who will bear the title of Operations and Marketing Manager. Ms. Kelsey has over 25 years experience in the telecommunications industry. Ms. Kelsey began in the Accounting Department of Ben Lomand Rural Telephone Cooperative, Inc., where she was responsible for all outside plant accounting functions. These functions included:

- Close out of outside plant construction contracts.
- Invoice the state and private entities for changes in plant due to road moves.
- Administer joint use contracts with other utilities.
- Maintain right-of-way and easement records.
- Ensure all materials purchased were on the REA approved materials list.
- Train outside plant personnel on all REA and FCC accounting guidelines.
- Administer all outside plant work orders and file REA loan documentation.
- Maintain all outside plant Continuing Property Records for Ad Valorem tax accounting.
- Audit outside plant personnel payroll time sheets for accuracy.

In 1974, she advanced to Plant Supervisor of Plant Administration, where her duties included:

- Development of Standard Operating Procedure for customer service representative and plant assignment personnel.
- Design all forms used in Plant Department, i.e., service orders, trouble tickets, etc.
- Oversee all functions of order taking, trouble taking and dispatching, and plant assignments including cable pairs, directory numbers, and line equipment.
- Supervise all customer service representatives, plant clerks, and company PABX operator.
- Develop and implement a new work order numbering system.
- Oversee the computerization of all outside plant records.
- Train all plant personnel in servord maintenance for DMS100 and DMS10 switching equipment.
- Act as liaison among the Plant, Outside Plant, and Central Office departments.
- Design, program, and implement central office based voice mail services.
- Know how to wire for simple inside wiring and jacks.

In 1984, in addition to her duties as Plant Supervisor, she was assigned and accepted the responsibilities of Marketing Coordinator. These additional duties and responsibilities included:

- Coordinate all Cooperative marketing functions which encompass: advertising, sales, product development, and collateral productions.
- Develop tariffs for Cooperative products and services.
- Coordinate all Cooperative public relations activities.
- Supervise all sales and marketing staff.
- Train all employees on use of Cooperative products and services.
- Implement Customer Satisfaction Program utilizing surveys.

Develop and implement Internet Service Provider program, including customer training, software provisioning, customer billing and help desk functions.
Speak to civic and community groups on various subjects related to Telephony.
Conducted telephone etiquette seminars for large businesses, trade associations, and Chambers of Commerce.
Coordinate all installation of service, adds, move, and changes for large telephone business systems.
Train customers on use of telephone business systems.
Be able to program and troubleshoot telephone business systems including PABX, key systems, and voice mail.
Design and develop customer database.
Expand cooperative service offerings to include computer networks (LANS, WANS).

In 1994, when Ben Lomand Communications, Inc. was certified by the Public Service Commission of the State of Tennessee to provide long distance service as a reseller, Ms. Kelsey was one of the original planners of the new company. Ms. Kelsey was appointed Operating Manager of the new company, Ben Lomand Communications, Inc. In this capacity, she is responsible for all aspects of Ben Lomand Communications, Inc.'s day-to-day operations, which includes but is not limited to:

Participation in strategic long-term planning.
Coordination of all tariffs filed with the FCC and state regulatory bodies.
The subsidiary's compliance of all FCC and State regulations.
Design and implementation of all record keeping programs.
Promotion of BLC (Ben Lomand Communications, Inc.) services to other small telco's not already in the business of providing long distance service.
Price negotiation and purchase of machinery and supplies to produce telephone calling cards.
Coordination of all marketing and public relations activities.
Liaison between Ben Lomand Communications, Inc. and Ben Lomand Rural Telephone Cooperative, Inc.
Customer satisfaction and quality control of services.

C. FINANCIAL CONTROLLER

Gail Woodlee, a resident of Warren County, Tennessee, has 24 years experience in the telecommunications industry. She was a 1974 graduate of Middle Tennessee State University with a Bachelor of Science degree majoring in Accounting and a minor in Economics. Ms. Woodlee has participated in various continuing education programs, including receiving the RUS Certificate of Proficiency for Bookkeeping and accounting.

Ms. Woodlee was employed by Ben Lomand Rural Telephone Cooperative, Inc. on May 20, 1974. Since that time, she has served in various accounting positions with the Cooperative and has been and is presently serving on a contract basis with Ben Lomand Communications, Inc. in its resale of long distance services. She will be responsible for the allocation of expenses along with the preparation of carrier access billing for Ben Lomand Communications, Inc.'s competitive local exchange carriers division and will be responsible for the accounting and accounting procedures required by state and federal agencies. Ms. Woodlee's involvement and experience have been such as Equal--Access Coordinator responsible for the Cooperative's revenues and expenses, and has been responsible with the General Manager for the preparation of a budget in excess of \$18,000,000 income and expenditures. In connection with Ben Lomand Communications, Inc., she will be engaged to perform similar services

EXHIBIT 3

BALANCE
BEN LOWAND
September 30, 1997

SHEETS
COMMUNICATIONS, INC.
and September 30, 1996

	1997	1996
<u>ASSETS</u>		
<u>CURRENT ASSETS</u>		
Cash	\$439,974.05	\$113,334.09
Accounts receivable, less allowances of \$858.41 in 1997 and \$993.01 in 1996	234,677.87	231,875.84
Prepaid expenses	6,165.20	2,466.00
	\$680,817.12	\$347,675.93
<u>TOTAL CURRENT ASSETS</u>		
PROPERTY AND EQUIPMENT		
Land	\$ 67,473.00	\$.00
Building	196,197.15	.00
Furniture	10,431.64	.00
Office equipment	21,232.28	1,878.12
	\$297,334.07	\$ 1,878.12
Less accumulated depreciation	4,824.42	907.70
	\$292,509.65	\$ 970.42
<u>TOTAL PROPERTY AND EQUIPMENT</u>		
<u>OTHER ASSETS</u>		
Organization costs, net of accumulated amortization of \$1,008.25 in 1997 and \$681.25 in 1996, respectively	\$ 626.75	\$ 953.75
Deferred tax benefit - Note C	.00	25,065.00
	\$ 626.75	\$ 26,018.75
<u>TOTAL OTHER ASSETS</u>		
	\$973,953.52	\$374,665.10
<u>LIABILITIES AND CAPITAL</u>		
<u>CURRENT LIABILITIES</u>		
Accounts payable	\$298,825.87	\$194,025.19
Accrued payroll	15,446.60	7,136.47
Accrued federal income taxes	1,087.62	1,141.87
Accrued Tennessee franchise and excise taxes	43,250.00	.00
Other current liabilities	10,875.00	429.75
Current portion of capital lease obligation	7,218.20	.00
	11,127.21	.00
<u>TOTAL CURRENT LIABILITIES</u>	\$387,830.50	\$202,733.28
<u>LONG-TERM DEBT - Note F</u>		
Capital lease obligation	208,463.98	.00
<u>OTHER LIABILITIES - Note C</u>		
Deferred taxes	7,600.00	.00
<u>CAPITAL</u>		
Common stock - \$100.00 stated value; 10,000 shares authorized and 2,500 shares outstanding	\$250,000.00	\$250,000.00
Retained earnings (deficit)	120,059.04	(78,068.18)
	\$370,059.04	\$171,931.82
<u>TOTAL CAPITAL</u>		
	\$973,953.52	\$374,665.10

See the notes to the financial statements.

STATEMENT OF OPERATIONS AND RETAINED EARNINGS

BEN LOMAND COMMUNICATIONS, INC.

Years ended September 30, 1997 and 1996

	1997	1996
Operating revenue:		
Network access services revenue	\$2,503,340.87	\$2,085,568.29
Internet services revenue	33,099.72	23,905.64
Miscellaneous revenue	<u>431,441.02</u>	<u>4,446.97</u>
TOTAL OPERATING REVENUE	\$2,967,881.61	\$2,113,920.90
Operating expenses:		
Advertising	\$ 68,670.32	\$ 44,951.59
Consulting	3,445.76	3,097.62
Management fees	37,000.00	45,000.00
Network access charges	2,205,623.21	1,647,864.25
Professional fees	41,761.25	8,669.88
Bad debts	24,067.22	20,377.20
Office expense	10,746.94	1,334.78
Salaries and wages	61,968.24	46,081.19
Payroll taxes	6,200.09	3,582.17
Billing and collection	184,618.19	159,237.95
Travel	451.36	596.87
Other taxes	8,067.00	429.75
Depreciation and amortization	4,243.72	702.60
Insurance	11,413.12	8,786.97
Dues and subscriptions	324.00	250.00
Interest expense	6,681.19	.00
Miscellaneous	<u>8,736.53</u>	<u>3,105.35</u>
TOTAL OPERATING EXPENSES	\$2,684,018.14	\$1,994,068.17
NET INCOME BEFORE TAXES	\$ 283,863.47	\$ 119,852.73
Taxes on income	<u>85,736.25</u>	<u>30,165.00</u>
NET INCOME	\$ 198,127.22	\$ 89,687.73
Retained earnings deficit at beginning of year	<u>(78,068.18)</u>	<u>(167,755.91)</u>
RETAINED EARNINGS (DEFICIT) AT END OF YEAR	<u>\$ 120,059.04</u>	<u>\$ (78,068.18)</u>

See the notes to the financial statements.

STATEMENTS OF CASH FLOWS

BEN LOMAND COMMUNICATIONS, INC.

Years ended September 30, 1997 and 1996

	1997	1996 *
Cash flows from operating activities:		
Cash received from customers	\$2,941,012.36	\$2,015,946.10
Cash paid to suppliers and employees	(2,518,129.11)	(1,986,114.90)
Interest paid	(6,681.19)	.00
Taxes paid	(13,697.34)	(2,440.30)
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>\$ 402,504.72</u>	<u>\$ 27,390.90</u>
Cash flows from investing activities:		
Acquisition of property and equipment	<u>\$ (295,455.95)</u>	<u>\$.00</u>
NET CASH USED BY INVESTING ACTIVITIES	<u>\$ (295,455.95)</u>	<u>\$.00</u>
Cash flows from financing activities:		
Borrowings under capitalized lease	\$ 224,910.00	\$.00
Principal payments on capital lease obligation	(5,318.81)	.00
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>\$ 219,591.19</u>	<u>\$.00</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	\$ 326,639.96	\$ 27,390.90
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	<u>113,334.09</u>	<u>85,943.19</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u><u>\$ 439,974.05</u></u>	<u><u>\$ 113,334.09</u></u>

FINANCIAL CAPABILITY AND HUMAN RESOURCES

J. DAVID VAUGHN

J. David Vaughn holds a Bachelor of Science degree in Business Administration with a major in accounting and a minor in social science. He has had experience while working with the accounting firm of Tothorow, Haile & Welch as a staff accountant. In this position, he obtained a solid background in utility financial operations as an auditor for electric and telephone cooperatives as well as municipalities.

Mr. Vaughn was employed by Ben Lomand Rural Telephone Cooperative, Inc. as an Accounting Assistant in 1989. He was later promoted to the position of Assistant to the Staff Supervisor of Accounting. In these positions, his duties included, and he was responsible for maintaining the general ledger, subsidiary ledgers, accounts payable, labor and benefits spreads, and various financial state and federal reports, as well as statistical information. In 1997, Mr. Vaughn was named to the position of Human Resource Supervisor for Ben Lomand Rural Telephone Cooperative, Inc. His duties with the Cooperative are such that he is now responsible for all aspects of the Human Resource function, statistical data, and assists in daily operations of the Cooperative and special projects as might be assigned by the General Manager of Ben Lomand Rural Telephone Cooperative, Inc.

EXHIBIT 4

TECHNICAL CAPABILITIES

LADD ENGINEERING ASSOCIATES, INC.

BACKGROUND:

The Ladd Companies began in the late 1920's as a land surveying operation. In 1938, E. J. Ladd and F. H. Landstreet formed a partnership, under the name of Ladd Engineering Company, providing engineering services for the WPA projects for municipalities and county governments, and entered the REA Electrical Program prior to World War II. During the War, Ladd's efforts were directed toward wartime engineering for housing programs and other public utilities development oriented toward support for the military. In the late 1940's the primary Ladd direction was toward Federal housing, municipal public works projects and the REA Electrical Program. With the inception of the REA Telephone Program in the early 1950's, Ladd grew toward two specific fields; Civil engineering and Telecommunications engineering.

PROFESSIONAL STAFF:

Ladd Engineering Associates, Inc. presently has a staff of approximately eighty-five (85) people. We have on our staff three (3) licensed Professional Engineers, one (1) licensed Land Surveyor, and two (2) Computer/Analysts, complimented by experienced Computer Aided Drafting (CAD) operators, office technicians, and field engineers, many of whom have experience in excess of twenty (20) years.

FACILITIES:

The main Ladd office is in Fort Payne, Alabama. Ladd owns two office buildings and several shops and warehouses in Fort Payne. The location is central to the Ladd service area (the Southeastern United States) and is convenient to a variety of interstate highways and airports. Ladd has field offices located, in Alabama, Tennessee, and Georgia, and a branch office in Kentucky.

Ladd has an extensive investment in its vehicle fleet, computers, test equipment, and general office and field equipment, with no long-term debt.

ORGANIZATION:

Ladd Engineering Associates, Inc. was incorporated in Delaware in 1964. At the present time, Ladd is licensed in the states of Alabama, Florida, Georgia, Indiana, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, and Virginia.

The Officers of the Corporation are as follows:

President: Charles M. Landstreet, Sr.

Vice President: B. G. Ashley

Secretary-Treasurer: Amelia J. Landstreet

SERVICES:

Ladd acts as an extension of the staff of a client utility, performing all, or some, of the following services:

Preliminary Investigations - Mapping, master planning, cost comparisons, feasibility studies, environmental reports, PSC data, assistance in securing funding

Design - Detailed design analysis, field staking, plans and specifications, contract documents for OSP, COE, LWT, DLC, etc.

Contractor and Vendor Selection - Contract qualification services, bid opening, or negotiations, proposal analysis, processing of contract documents.

Services During Construction and Installation - Conferences, coordination, on-site surveillance of work, quality monitoring, measurement for payment to contractor or vendor, P&S interpretation, testing, as-constructed markup, cut-over assistance

Plant Records - CAD or hand drafted maps, diagrams, schematics, interactive graphic-data, continuing property records

Continuing Service - General consulting, testing, operation analysis, regulatory agency assistance, etc.

TENNESSEE OPERATION:

Engineer-in-charge: B. G. (Jerry) Ashley, Vice-President
Tenn. Reg. Engineer #8275

Field Office: Smithville, TN

Tennessee Clients: Seven (7) telephone cooperatives
Four (4) telephone companies
One (1) CLEC
One (1) BellSouth Contracting Engineer

TECHNICAL CAPABILITIES
AND
REPAIR & MAINTENANCE

RODNEY E. SCHLIMMER

On a local level, Ben Lomand Communications, Inc. has available a well qualified person by the name of Rodney E. Schlimmer to aid in the central office technicalities of interchange, switching, SONET fiber, etc. Mr. Rodney E. Schlimmer is 57 years of age and has over 38 years experience in the communications industry. Thirty of these thirty-eight years have been in telecommunications. He received his electronics training in the U.S. Air Force where he served in various capacities in the United States and Europe. His duties included maintaining tropospheric transmission and tactical ground communications. From 1964 to 1968, Mr. Schlimmer engineered, installed, and tested microwave and multiplex carrier systems for GTE Lenkurt, which at that time was one of the industry leaders in telecommunications transmission systems.

For the past 30 years, Mr. Schlimmer has been employed by Ben Lomand Rural Telephone Cooperative, Inc. His many duties have included maintaining digital switching and transmission systems. During this time, he has been instrumental in placing in service a DMS500 Nortel switch, which, incidentally, was the second such switch placed in the United States for a local exchange carrier. Mr. Schlimmer's knowledge and technical ability was such that he supervised the implementation of the first cooperative owned access tandem in Tennessee, the first LEC to become a regional IXC, and one of the first multi-ring SONET fiber networks in Tennessee.

For the past five years, Mr. Schlimmer has served as Central Office Supervisor, overseeing the day-to-day operations as well as the strategic technical planning of that organization.

EXHIBIT 5

BEN LOMAND COMMUNICATIONS, INC.

McMinnville, Tennessee

TENNESSEE

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

SUBMITTED TO THE
TENNESSEE REGULATORY AUTHORITY
JULY 7, 1997

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

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- 1.0 PURPOSE
- 2.0 DEFINITIONS
- 3.0 PLAN RESPONSIBILITY
- 4.0 PLAN PERIOD
- 5.0 PLAN ADMINISTRATION
- 6.0 PLAN TO ENSURE EQUITABLE OPPORTUNITY
- 7.0 PLAN REPORTING

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PLAN PARTICIPATION PLAN

1.0 PLAN

- 1.1 This small and minority-owned telecommunications business participation plan (plan) is submitted by Ben Lomand Communications, Inc. as required by Section 16 of the Tennessee Telecommunications Act of 1995, now codified as T.C.A. 65-5-212.
- 1.2 The Administration of this Plan is the responsibility of Ben Lomand Communications, Inc. It is the intent of Ben Lomand Communications Inc. to provide an opportunity for Small Business, and Minority-Owned Businesses to compete for subcontracts awarded by Ben Lomand Communications, Inc. on a fair and equitable basis with all certified telecommunication suppliers and contractors.

2.0 DEFINITIONS

- 2.1 Small Business-For the purpose of this Plan, "small business" means a business with annual gross receipts of less than four million dollars (\$4,000,000) per T.C.A. 65-5-212.
- 2.2 Minority Business-For the purpose of this Plan, "minority business" means a business that is solely owned, or at least fifty-one (51%) of the assets or outstanding stock of which is owned by an individual who personally manages and controls the daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000) per T.C.A. 65-5-212.

3.0 PLAN RESPONSIBILITY

- 3.1 It is the intent of Ben Lomand Communications, Inc. to afford Small and Minority-Owned Telecommunications Businesses an opportunity to participate in the performance of contracts in accordance with T.C.A. 65-5-212.
- 3.2 This plan is a statement of objectives and is not intended to create any legal obligations of Ben Lomand Communications, Inc. to any person.

4.0 PLAN PERIOD OF EFFECTIVENESS

- 4.1 Ben Lomand Communications, Inc. is committed to providing affirmative access to contracting opportunities for Small and Minority-Owned Telecommunications Businesses. Ben Lomand Communications, Inc. is proactive and will move toward inclusion of such firms in the telecommunications supplier base. This plan represents an on-going commitment by the Company, and has no fixed time period for effectiveness.

5.0 PLAN ADMINISTRATION

- 5.1 Ben Lomand Communications, Inc. will designate an employee to have the responsibility of developing policies and procedures to allow for the success of Ben Lomand Communications, Inc. efforts to purchase goods and services from small and minority owned telecommunications businesses.
- 5.2 The Administrator manages the Plan as described below.
- 5.3 The Administrator's specific job duties, as they relate to this Plan are as follows:
- (a) Develops and maintains a Supplier Master List which is a listing of Small and Minority-Owned Telecommunications Businesses who are deemed eligible to be telecommunications suppliers for Ben Lomand Communications, Inc.
 - (b) Establishes and maintains policies and procedures to ensure that Small and Minority-Owned Telecommunication Businesses have an equitable opportunity to be awarded contracts.
 - (c) Maintains Small and Minority-owned Telecommunications Businesses related correspondence and record keeping.
 - (d) Coordinates activities during the conduct of any compliance review by the Tennessee state agencies.

6.0 PLAN TO ASSURE EQUITABLE OPPORTUNITY

- 6.1 The Administrator shall ensure that appropriate source listings and services are properly utilized in support of this Plan. Sources/listings include, but are not limited to the following:
- (a) The Ben Lomand Communications, Inc. approved Master Supplier List.

- (b) Information received from the Small Business Administration Procurement Automated Source System (PASS).
- (c) Information sources received from the TN Department of Economic Development's Office of Minority Business Enterprise and Small Business Office.
- (d) Information received from the local Chamber of Commerce.

6.2 Outreach efforts will be made as follows:

- (a) The administrator shall cultivate and maintain relationships with Small Business trade associations and business development organizations in an effort to locate and qualify capable Small and Minority-Owned Telecommunications Businesses for participation in contracting opportunities.
- (b) The Administrator shall ensure that Ben Lomand Communications, Inc. provides adequate and timely consideration of the potentialities of Small and Minority-Owned Telecommunications Businesses in "make or buy" decisions.

7.0 PLAN REPORTING

- 7.1 Ben Lomand Communications, Inc. will submit such periodic reports and cooperate in those studies or surveys as may be required to determine the extent of compliance with this Plan.
- 7.2 Ben Lomand Communications, Inc. will maintain, if required, the following types of records:
 - (a) Source lists, guides, and other data that identify Small and Minority-Owned Telecommunications Businesses.
 - (b) Lists of organizations contacted in an attempt to locate sources that are Small and Minority-Owned Telecommunications Businesses.
 - (c) Records of any outreach efforts to contact trade associations, business development organizations, and conferences and trade fairs attended.
- 7.3 Ben Lomand Communications, Inc. Supplier Master List identifies Small and Minority-Owned Telecommunications Businesses. The Supplier List shall be utilized in identifying potential contractors. A Summary Sheet shall be maintained in each supplier's file and shall be reviewed and evaluated by the Plan Administrator.

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true and exact copy of the within and foregoing Application on behalf of Ben Lomand Communications, Inc. via United States mail, first class postage prepared and properly addressed to the following:

American Communications Services, Inc.
(ACSI)
131 National Business Parkway - Suite 100
Annapolis Junction, MD 20701

ATS of Tennessee, Inc.
3915 Mendenhall Road South
Memphis, TN 38115

AT&T
511 Union Street - Suite 1010
Nashville, TN 37219

Brooks Fiber Communications of TN, Inc.
800 South Gay Street
Suite 1800
Knoxville, TN 37924

BTI Communications, Inc.
4300 Six Forks Road
P.O. Box 150002
Raleigh, NC 37624

Citizens Communications Company
300 Bland Street
P.O. Box 770
Bluefield, WV 24701

Comm. Depot, Inc.
889 Bendix Drive
Jackson, TN 38301

DeltaCom, Inc.
113 South Main Street
P.O. Box 1233
Arab, AL 35016

GTE Communications Corp.
1200 Walnut Hill Lane
Irving, TX 75038

Hyperion of TN, Inc.
222 Second Avenue North
Washington Square - Suite 422
Nashville, TN 37219

ICG Telecom Group, Inc.
2100 West End Avenue Suite 620
Nashville, TN 37203

Intermedia Communications
3625 Queen Palm Drive
Tampa, FL 33619-1309

LCI International Telecom Corp.
8180 Greensboro Drive, Suite 800
McLean, Virginia 22102

Logix Communications Corporation
13429 N. Broadway Extension
Suite 200
Oklahoma City, OK 73114

MFS Intelenet of Tennessee, Inc.
515 East Amite Street, 4th Floor
Jackson, Mississippi 39201

MCI Telecommunications Corporation
780 Johnson Ferry Road #700
Atlanta, GA 30342

MFS Communications Company, Inc.
One Tower Lane - Suite 600
Oakbrook Terrace, Illinois 60181

New South Communications, LLC
355 Woodruff Road
Greenville, SC 29607

NEXTLINK Tennessee
105 Molloy Street, Suite 300
Nashville, TN 37201

SouthEast Telephone LTD
317 Main Street-4th Floor
Pikeville, KY 41501

Sprint Communications Company
3100 Cumberland Circle
Mailstop: GAATLN0802
Atlanta, GA 30339

TCG MidSouth
49 Music Square West
Suite 200
Nashville, TN 37203

Teligent, Inc.
8065 Leesburg Pike
Suite 400
Vienna, VA 22182

Time Warner
P.O. Box 210706
Nashville, TN 37221

US LEC of Tennessee
212 South Tryon Street, Suite 1540
Charlotte, NC 28281

US West Interprise America, Inc.
1999 Broadway, Suite 700
Denver, CO 80202

WinStar Communications of TN, Inc.
7799 Leesburg Pike
Suite 401 South
Tyson's Corner, Virginia 22043

WorldCom Technologies (LDDS)
Claire Daily, Director Legislative &
Regulatory Affairs
201 Energy Parkway, Suite 200
Lafayette, LA 70508

Ardmore Telephone Company, Inc.
Terry Wales, General Manager
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449

BellSouth
DeWitt Ezell, President
333 Commerce Street
Nashville, TN 37201-3300

Century Telephone of Adamsville
David Dickey, Division Manager
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310

Century Telephone of Claiborne
Don Ray Fannon, Division Manager
P.O. Box 100
507 Main Street
New Tazewell, TN 37825

Century Telephone of Ooltewah-
Collegedale, Inc.
Terry Crutchfield, Division Manager
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363

Citizens Communications Company
Mike Byrd, District Manager
P.O. Box 689
250 South Franklin Street
Cookeville, TN 38501

Loretto Telephone Company, Inc.
Louise Brown, President
P.O. Box 130
Loretto, TN 38469

Millington Telephone Company, Inc.
W. S. Howard, President
4880 Navy Road
Millington, TN 38053

Sprint-United
Steve Parrott
Director-Regulatory Affairs
United Telephone-Southeast, Inc.
14111 Capital Boulevard
Wake Forrest, NC 27587-5900

TDS Telecom-Concord Telephone Exchange,
Inc.

Jerry R. Parkerson, Manager
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County Telephone
Company

Bernard R. Arnold, Manager
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552

TDS Telecom-Tellico Telephone Company, Inc.

Carl Lester, Manager
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009

TDS Telecom-Tennessee Telephone Co.

Frederick L. Parker, Manager
P.O. Box 18139
Knoxville, TN 37928-2139

TEC-Crockett Telephone Company, Inc.

Jim Wingo, General Manager
P.O. Box 7
Friendship, TN 38034

TEC-People's Telephone Company, Inc.

Jim Wingo, General Manager
P.O. Box 310
Erin, TN 37061

TEC-West Tennessee Telephone Company, Inc.

Jim Wingo, General Manager
P.O. Box 10
244 E. Main Street
Bradford, TN 38316

United Telephone Company

Herbert Bivens, General Manager
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034

Greg L. Anderson, General Manager
Bledsoe Telephone Coop.

P.O. Box 609
Pikeville, TN 37367-0609

Wayne Gassaway, General Manager
DeKalb Telephone Coop.

P.O. Box 247
Alexandria, TN 37012-0247

Fred L. Terry, General Manager
Highland Telephone Coop.

P.O. Box 119
Sunbright, TN 37872

F. Thomas Rowland, General Mgr.
North Central Telephone Coop.

P.O. Box 70
Lafayette, TN 37083-0070

Hobart G. Davis, General Manager
Skyline Telephone Membership Corp.

P.O. Box 759
West Jefferson, NC 28694-0759

Twin Lakes Telephone Coop.

P.O. Box 67
Gainesboro, TN 38562

West Kentucky Rural Telephone Coop.

P.O. Box 649
Mayfield, KY 42066-0649

Yorkville Telephone Coop.

P.O. Box 8
Yorkville, TN 38389

Access Network Services, Inc.

300 West Service Road
P.O. Box 10804
Chantilly, VA 22021

Electric Power Board of Chattanooga

536 Market Street
Chattanooga, TN 37402

BellSouth BSE, Inc.

Suite 500
1100 Peachtree Street, N.W.
Atlanta, GA 30309-4599

Levoy Knowles, General Manager
Ben Lomand Rural Telephone Coop.
P.O. Box 670
McMinnville, TN 37110-0670

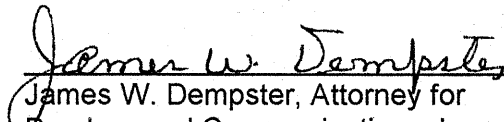
BlueStar Communications, LLC
131 2nd Avenue North, Fifth Floor
Nashville, TN 37201

Copies will be sent to the following when addresses become available:

Network Plus, Inc.

Paramount Wireless Communication of Tennessee, L.L.C.

This 1 day of September, 1998.


James W. Dempster, Attorney for
Ben Lomand Communications, Inc.